

_____, 20____

Assistant Secretary
National Telecommunications and Information Administration
U.S. Department of Commerce
Washington, D.C. 20230

Re: _____

Dear Sir:

We are [general or special] counsel for _____, (the "Applicant.") In such capacity, we acted as counsel to the Applicant in connection with its ability to apply to the Broadband Technology Opportunities Program and in the review of the grant agreement, as referenced in the Notice of Funds Availability.

We are of the opinion that:

(a) the Applicant is a duly organized and existing [legal entity] under the laws of the State of _____, [if applicable, is duly licensed and qualified and in good standing as a foreign corporation in the States of _____,].

(b) the Applicant has corporate power: (1) to execute and deliver the agreement; and (2) to perform all acts required to be done by it under said agreement.

(c) no legal proceedings have been instituted or are pending against the Applicant, the outcome of which would adversely affect the Applicant's ability to perform the duties under the grant agreement, and there are no judgments against the Applicant which would adversely affect the Applicant's ability to perform its duties under the grant agreement.

Very truly yours,